

RECORDATION NO. 27277 FILED

DEC 18 '07 -10 30 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 18, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of December 17, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: General Electric Railcar Services Corporation
161 North Clark Street, 7th Floor
Chicago, IL 60601

[Lessee: Coalsales II, LLC
701 Market St.
St. Louis, MO 63101]

Mr. Vernon A. Williams
December 18, 2007
Page 2

A description of the railroad equipment covered by the enclosed document is:

125 railcars: CSUX 1 - CSUX 125.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 27277 FILED

DEC 18 07 -10 30 AM

MEMORANDUM OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease Agreement dated as of December 17, 2007 is made by General Electric Railcar Services Corporation, a Delaware corporation (the "Lessor").

WITNESSETH:

The Lessor and COALSALES II, LLC, formerly known as Peabody COALSALES Company, and Peabody Holding Company, LLC, formerly known as Peabody Holding Company, Inc., (collectively, the "Lessee") are parties to that certain Rider No. 1 dated November 4, 1999 (the "Lease Agreement"), which incorporates by reference the terms of that certain Car Leasing Agreement No. 3198-97-01 dated and effective as of November 10, 1999 between Lessee and Lessor, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad cars listed in Exhibit A hereto.

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

**GENERAL ELECTRIC RAILCAR
SERVICES CORPORATION**

By: 

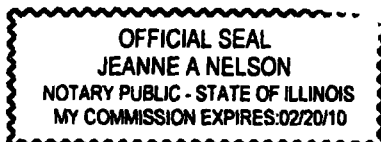
Name: Mark Stefani

Title: Vice President

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this, the 17th day of December, 2007, before me, a Notary Public in and for said County and State, personally appeared Mark Stefani, a Vice President of General Electric Railcar Services Corporation, who acknowledged himself to be a duly authorized officer of General Electric Railcar Services Corporation, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



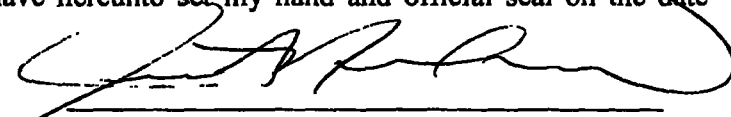

Name: Jeanne A. Nelson, Notary Public
My Commission Expires: 02-20-2010
Residing in Cook County

EXHIBIT A CAR LIST

<u>Unit Count</u>	<u>Car Mark</u>	<u>Car Number</u>
1	CSUX	1
2	CSUX	2
3	CSUX	3
4	CSUX	4
5	CSUX	5
6	CSUX	6
7	CSUX	7
8	CSUX	8
9	CSUX	9
10	CSUX	10
11	CSUX	11
12	CSUX	12
13	CSUX	13
14	CSUX	14
15	CSUX	15
16	CSUX	16
17	CSUX	17
18	CSUX	18
19	CSUX	19
20	CSUX	20
21	CSUX	21
22	CSUX	22
23	CSUX	23
24	CSUX	24
25	CSUX	25
26	CSUX	26
27	CSUX	27
28	CSUX	28
29	CSUX	29
30	CSUX	30
31	CSUX	31
32	CSUX	32
33	CSUX	33
34	CSUX	34
35	CSUX	35
36	CSUX	36
37	CSUX	37
38	CSUX	38
39	CSUX	39
40	CSUX	40
41	CSUX	41
42	CSUX	42
43	CSUX	43
44	CSUX	44
45	CSUX	45
46	CSUX	46
47	CSUX	47
48	CSUX	48
49	CSUX	49
50	CSUX	50

<u>Unit Count</u>	<u>Car Mark</u>	<u>Car Number</u>
51	CSUX	51
52	CSUX	52
53	CSUX	53
54	CSUX	54
55	CSUX	55
56	CSUX	56
57	CSUX	57
58	CSUX	58
59	CSUX	59
60	CSUX	60
61	CSUX	61
62	CSUX	62
63	CSUX	63
64	CSUX	64
65	CSUX	65
66	CSUX	66
67	CSUX	67
68	CSUX	68
69	CSUX	69
70	CSUX	70
71	CSUX	71
72	CSUX	72
73	CSUX	73
74	CSUX	74
75	CSUX	75
76	CSUX	76
77	CSUX	77
78	CSUX	78
79	CSUX	79
80	CSUX	80
81	CSUX	81
82	CSUX	82
83	CSUX	83
84	CSUX	84
85	CSUX	85
86	CSUX	86
87	CSUX	87
88	CSUX	88
89	CSUX	89
90	CSUX	90
91	CSUX	91
92	CSUX	92
93	CSUX	93
94	CSUX	94
95	CSUX	95
96	CSUX	96
97	CSUX	97
98	CSUX	98
99	CSUX	99
100	CSUX	100

<u>Unit Count</u>	<u>Car Mark</u>	<u>Car Number</u>
101	CSUX	101
102	CSUX	102
103	CSUX	103
104	CSUX	104
105	CSUX	105
106	CSUX	106
107	CSUX	107
108	CSUX	108
109	CSUX	109
110	CSUX	110
111	CSUX	111
112	CSUX	112
113	CSUX	113
114	CSUX	114
115	CSUX	115
116	CSUX	116
117	CSUX	117
118	CSUX	118
119	CSUX	119
120	CSUX	120
121	CSUX	121
122	CSUX	122
123	CSUX	123
124	CSUX	124
125	CSUX	125

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/18/07



Robert W. Alvord